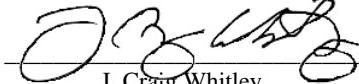




FILED & JUDGMENT ENTERED
Steven T. Salata

February 23 2017

Clerk, U.S. Bankruptcy Court
Western District of North Carolina


J. Craig Whitley
United States Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
Charlotte Division**

IN RE:

OLDCO, LLC, SUCCESSOR BY MERGER
TO COLTEC INDUSTRIES INC,

Debtor.

Case No. 17-BK-30140

Chapter 11

**EX PARTE ORDER AUTHORIZING RETENTION AND EMPLOYMENT
OF COVINGTON & BURLING LLP AS SPECIAL INSURANCE COUNSEL**

Upon Debtor's *Ex Parte* Application for Order Authorizing Retention and Employment of Covington & Burling LLP as Special Insurance Counsel (the "Application") as of the Coltec Petition Date;¹ and the Court being satisfied, based upon the representations made in the Application and the Declaration of William F. Greaney, that Covington represents or holds no interest adverse to Coltec or its estate as to the matters upon which Covington is to be engaged, and that said firm is disinterested under the meaning of section 101(14) of the Bankruptcy Code, and that the employment of Covington would be for a special purpose pursuant to section 327(e) of the Bankruptcy Code, and that such engagement of Covington is necessary and would be in the best interests of Coltec and its estate; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this is a core proceeding

¹ Capitalized terms used but not defined herein shall have the meanings ascribed in the Application.

pursuant to 28 U.S.C. § 157; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED;
2. Coltec is authorized to retain Covington as Special Insurance Counsel as set forth in the Application, effective as of the Coltec Petition Date; and
3. Due to the joint administration of the Garlock Bankruptcy Case and the Coltec Bankruptcy Case, the compensation to be paid to Covington for professional services rendered and reimbursement for expenses incurred by it shall be as determined by this Court upon proper application pursuant to sections 328, 330 and 331 of the Bankruptcy Code, and such other procedures as may be fixed by order of this Court.
4. Any party shall be entitled to request a hearing or to request that the Court reconsider the entry of this Order upon a request filed within fourteen (14) days of service of this Order.

This Order has been signed electronically. The judge's signature and court's seal appear at the top of the Order.

United States Bankruptcy Court